

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

Morning Session:
Set: 9:30 AM (AST)
Started: 9:39 AM (AST)
Ended: 11:54 PM (AST)

Afternoon Session:
Set: 1:00 PM (AST)
Started: 1:07 PM (AST)
Ended: 2:19 PM (AST)

MINUTES OF PROCEEDINGS

BEFORE U.S. DISTRICT JUDGE LAURA TAYLOR SWAIN

MAGISTRATE JUDGE JUDITH G. DEIN

DATE: June 6, 2018

COURTROOM DEPUTY: Carmen Tacoronte

COURT REPORTER: Amy Walker

In Re: The Financial Oversight and Management Board for Puerto Rico <i>as representative of</i> The Commonwealth of Puerto Rico, <i>et al.</i> Debtors.	3:17-BK-3283 (LTS) (Jointly Administered)
Siemens Transportation Partnership Puerto Rico, S.E. Plaintiff, v. Puerto Rico Highways and Transportation Authority, <i>et al.</i> Defendants.	3:18-AP-030 (LTS) <i>in 17-BK-3567 (LTS)</i>

Omnibus Hearing held.

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3:17-3283 (LTS) / 18-AP-030 (LTS)

I. Status Reports

1. Status report from the Oversight Board heard.
2. Response to questions regarding the status report filed in 3:18-AP-30 (LTS). [Docket Entry 39].
 - Proposed order to be submitted regarding proposed schedule for GDB Title VI filing.
 - Order to be entered denying without prejudice the expedited briefing schedule proposed in connection with the pending motions to dismiss (Docket Entry Nos. 39 and 40 in Case No. 18-ap-30) and the motion for preservation of funds (Docket Entry No. 13 in Case No. 18-ap-30).

II. Fee Applications

1. Report from the Fee Examiner on Second Interim Applications for Compensation.
 - Order(s) will be issued approving the following applications:

	Applicant	Docket Nos.	Period
1.	Ernst & Young LLP (Financial Advisor to FOMB)	2780	10/1/17 – 1/31/18
2.	Cancio, Nadal, Rivera & Diaz, P.S.C. (Attorneys for PREPA)	2754; 2791	10/1/17 – 12/31/17
3.	O'Melveny & Myers LLP (Counsel to AAFAF)	2758	10/1/17 – 1/31/18
4.	O'Melveny & Myers LLP (Counsel to AAFAF regarding COFINA)	2759	10/1/17 – 1/31/18
5.	O'Melveny & Myers LLP (Counsel to AAFAF regarding ERS)	2760	10/1/17 – 1/31/18
6.	O'Melveny & Myers LLP (Counsel to AAFAF regarding HTA)	2761	10/1/17 – 1/31/18
7.	Law Office of Andres W. Lopez, PSC (Counsel to AAFAF)	2781	10/1/17 – 12/31/17
8.	Greenberg Traurig, LLC (counsel for AAFAF, as Fiscal Agent for PREPA)	2801	10/1/17 – 1/31/17
9.	Greenberg Traurig, LLC (counsel for PREPA)	2800	10/1/17 – 1/31/17
10.	Filsinger Energy Partners (Chief Financial Advisor to PREPA)*	2721	12/7/17 – 1/31/18
11.	Bettina M. Whyte (COFINA Agent)	2725	10/1/17 – 1/31/18
12.	Klee, Tuchin, Bogdanoff & Stern LLP (Special Municipal Bankruptcy Counsel to Bettina M. Whyte)	2728	10/1/17 – 1/31/18
13.	Nilda M. Navarro-Cabrer (Local Counsel to Bettina M. Whyte)	2726	10/1/17 – 1/31/18
14.	Willkie, Farr and Gallagher, LLP (Counsel to Bettina M. Whyte)	2727	10/1/17 – 1/31/18
15.	Paul Hastings LLP (Counsel to the Official Committee of Unsecured Creditors)	2735	10/1/17 – 1/31/18
16.	Casillas, Santiago & Torres, LLC (Local Counsel to the Official Committee of Unsecured Creditors)	2757	9/1/17 – 1/31/18
17.	Jenner & Block LLP (Counsel to the Official Committee of Retired Employees)	2741	10/1/17 – 1/31/18
18.	Bennazar, García & Milián, C.S.P. (Local Counsel to the Official Committee of Retired Employees)	2743	10/1/17 – 1/31/18
19.	FTI Consulting, Inc. (Financial Advisor to the Official Committee of Retired Employees)	2740	10/1/17 – 1/31/18
20.	Phoenix Management Services, LLC (Financial Advisor to the Mediation Team)	2724	10/2/17 – 2/4/18
21.	Members of the Official Committee of Retired Employees	2734	10/1/17 – 1/31/18

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	Applicant	Docket Nos.	Period
22.	Drivetrain, LLC & the American Federation of Teachers (Members of the Official Committee of Unsecured Creditors)	2737	5/1/17 – 1/31/18
23.	Pension Trustee Advisors, Inc. (Pension Consultant to FOMB)	2719	10/1/17 – 1/31/18

*An asterisk next to a name denotes that this is the first interim application filed by the applicant.

III. Uncontested Matters

1. Fee Examiner's Motion to Amend the Fee Examiner Order [Case No. 17-3283, ECF No. 3032].
 - Granted in part and denied in part.
 - A revised proposed order is to be presented.
2. [Reserved on Agenda.]
3. PREPA's Removal Extension Motion [Case No. 17-3283, ECF No. 3093].
 - Granted in part. A revised proposed order is to be presented.

IV. Contested Matters

1. Official Committee of Retired Employees Motion Regarding Representation of PREPA Retirees [Case No. 17-3283, ECF No. 3056]
 - Denied without prejudice. Order to be issued.
2. Creditors' Committee's Renewed Motion for Order Authorizing Discovery Program [Case No. 17-3283, ECF No. 3066]
 - Arguments heard during the afternoon session before Magistrate Judge Dein.
 - Parties to submit status reports and Motion to be continued at later hearing in Boston. Order to be issued setting schedule.
3. Joint Motion for Order Further Amending Interim Compensation Order [Case No. 17-3283, ECF No. 3133]
 - Counsel informed that the matter is no longer contested.
 - Order to be issued.

V. Adjourned Matters

1. Tamrio Motion to Compel. Motion to Compel the Puerto Rico Highways and Transportation Authority to Assume or Reject Executory Contracts [Case No. 17-3283, ECF No. 614].
2. Constructora Santiago II, Corp. Motion to Compel. Motion to Compel the Puerto Rico Highways and Transportation Authority to Assume or Reject Executory Contracts [Case No. 17-3283, ECF No. 627].
3. Ferrovial SA Motion to Compel. Motion to Compel the Puerto Rico Highways and Transportation Authority to Assume or Reject Executory Contracts [Case No. 17-3283, ECF No. 685].
4. Ferrovial Agroman LLC Motion to Compel. Motion to Compel the Puerto Rico Highways and Transportation Authority to Assume or Reject Executory Contracts [Case No. 17-3283, ECF No. 686].

VI. Adjourned Fee Applications

1. Report from the Fee Examiner regarding First Interim Applications for Compensation.

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	Applicant	Docket No.	Period
1.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2073	5/3/17 – 9/30/17
2.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor Commonwealth)	2068	5/3/17 – 9/30/17
3.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor COFINA)	2043	5/5/17 – 9/30/17
4.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor ERS)	2045	5/21/17 – 9/30/17
5.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor PREPA)	2053	7/2/17 – 9/30/17
6.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor HTA)	2066	5/21/17 – 9/30/17

2. Report from the Fee Examiner regarding First Interim Applications for Compensation.

	Applicant	Docket No.	Period
1.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor Commonwealth)	2868	10/1/17 – 1/31/18
2.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor COFINA)	2870	10/1/17 – 1/31/18
3.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor ERS)	2872	10/1/17 – 1/31/18
4.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor PREPA)	2876	10/1/17 – 1/31/18
5.	Proskauer Rose LLP (Attorneys for FOMB, as representative of Debtor HTA)	2874	10/1/17 – 1/31/18
6.	O'Neill & Borges LLC (Attorneys to FOMB)	2859	10/1/17 – 1/31/18
7.	McKinsey & Company, Inc. Washington D.C. (Consulting Services Provider to FOMB)	2756	10/1/17 – 1/31/18
8.	Deloitte Financial Advisory Services LLP (Financial Advisors to the Debtors)	3017	10/1/17 – 1/31/18
9.	Luskin, Stern & Eisler LLP (Special Counsel to FOMB)	2729	10/1/17 – 1/31/18
10.	Citigroup Global Markets Inc. (Investment Banker and Financial Advisor to FOMB)*	2944	1/27/17 – 1/31/18
11.	Andrew Wolfe (Independent Contractor to FOMB)	2718	10/1/17 – 1/31/18
12.	DLA Piper (Puerto Rico) LLC and DLA Piper LLP (US) (Counsel to AAFAF)*	2778	6/1/17 – 1/31/18
13.	Ankura Consulting Group, LLC (Financial Advisors to Commonwealth)	2751	10/1/17 – 1/31/18
14.	Ankura Consulting Group, LLC (Financial Advisors to PREPA)	2755	10/1/17 – 1/31/18
15.	Zolfo Cooper (Financial Advisor to the Official Committee of Unsecured Creditors)	2739	10/1/17 – 1/31/18
16.	Segal Consulting (Actuaries and Consultants to the Official Committee of Retired Employees)	2742	10/1/17 – 1/31/18

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	Applicant	Docket No.	Period
17.	Marchand ICS Group (Information Agent to the Official Committee of Retired Employees)	2736	10/1/17 – 1/31/18

s/Carmen Tacoronte
Carmen Tacoronte
Courtroom Deputy